

DISCLOSURE BROCHURE
PREPARED IN COMPLIANCE WITH
THE INVESTMENT ADVISERS ACT OF 1940 RULE 204-3(A)

Seed Wealth Management, Inc.

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This brochure provides information about the qualifications and business practices of Seed Wealth Management, Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 312-771-6900. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Seed Wealth Management, Inc. (CRD #171920) is available on the SEC's website at www.adviserinfo.sec.gov

JANUARY 19, 2018

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since the last filing of this brochure on December 31, 2016, the following changes have been made:

- Item 4 –asset management calculation as of December 31, 2017.
 - Items 5 has been changed such that fee calculation is now a flat 0.30% on non-cash assets.
 - Item 7 has been updated to indicate a \$2,000,000 client minimum.
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Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Form ADV – Part 2A – Firm Brochure

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Item 4: Advisory Business

Firm Description

Seed Wealth Management, Inc. ("SEED") was founded in 2014. Jonathan H. Seed is a 100% owner.

SEED is a fee based portfolio management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm's managing member and IARs are not affiliated with entities that sell insurance products.

SEED does not act as a custodian of client assets.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement or risk analysis. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed.

Types of Advisory Services

SEED provides investment supervisory services, also known as asset management services and furnishes investment advice through consultations.

ASSET MANAGEMENT

SEED offers discretionary direct asset management services to advisory clients. SEED will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize SEED discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement through a limited power of attorney or trading authorization.

SUBADVISORY SERVICES

SEED provides customized investment advisory solutions to third party unaffiliated investment advisers. SEED works with each third party unaffiliated investment adviser to identify appropriate investment mandates as well as risk tolerance in order to create a portfolio allocation or set of allocations using investment strategies. SEED will have responsibility for:

- allocating client assets into Subaccounts consistent with its clients' investment objective on a discretionary basis, and
- ensuring that any client restrictions placed on an account are consistent with the Model before allocating assets to a Subaccount.

SEED will provide a questionnaire or similar tools to third party unaffiliated investment adviser in order to determine the Client's risk profile, investment horizon, financial circumstances and investment objectives.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

SEED does not sponsor any wrap fee programs.

Client Assets under Management

As of December 31, 2017 SEED had approximately \$81,964,939 in assets under management.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

SEED bases its fees on a percentage of assets under management.

ASSET MANAGEMENT

SEED offers discretionary direct asset management services to advisory clients. SEED will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, assets allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize SEED discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement through the execution of a limited power or attorney or trading authorization.

The negotiable annual fee for clients is .30% of client non-cash assets under management. Fees are billed monthly in arrears based on the amount of assets under management as of the close of business on the last business day of each month. Monthly advisory fees deducted from the clients' account by the custodian will be reflected in a provided fee invoice as fees are withdrawn. Lower fees for comparable services may be available from other sources.

Clients may terminate their account within five business days of signing the Investment Advisory Agreement with no obligation. Either SEED or clients may terminate advisory services at any time. SEED will be entitled to a pro rata fee for the days service was provided in the final month. Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

SUBADVISORY SERVICES FEES

A fee of .30% will be charged on the total assets under management that the third party unaffiliated investment adviser brings to SEED. SEED is compensated directly by the third party unaffiliated investment adviser with a portion of their investment management fee, as per the duly executed sub-advisory services agreement. Third party unaffiliated investment adviser who engage SEED as a sub-adviser shall be responsible for billing their clients and collecting all fees. This fee is negotiable.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation. Clients may terminate advisory services with thirty (30) days written notice. For accounts closed mid-quarter, SEED will be entitled to a pro rata fee for the days service was provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

Client Payment of Fees

Investment management fees are billed monthly, in arrears. Payment in full is expected upon invoice presentation. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees. .

SEED, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Client may cancel within five (5) business days of signing the Investment Advisory Agreement for a full refund. If cancellation occurs after five business days, client will be entitled to a pro-rata refund based on work completed.

External Compensation for the Sale of Securities to Clients

SEED does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of SEED.

Item 6: Performance-Based Fees and Side-by-Side Management

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

SEED does not use a performance-based fee structure because of the conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Item 7: Types of Clients

Description

SEED generally provides investment advice to high net worth individuals, trusts and estates and other investment advisors.

Client relationships vary in scope and length of service.

Account Minimums

SEED requires a minimum of \$2,000,000 to open an account. This amount may be negotiable.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods include quantitative analysis. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns. Quantitative analysis is a financial analysis technique that seeks to understand behavior by using complex mathematical and statistical modeling, measurement and research. By assigning a numerical value to variables, quantitative analysts try to replicate reality mathematically. Quantitative analysis can be done for a number of reasons such as measurement, performance evaluation or valuation of a financial instrument. It can also be used to predict real world events such as changes in a share price.

The main sources of information include financial newspapers and magazines, corporate rating services, company press releases, annual reports, prospectuses, and filings with the Securities and Exchange Commission. SEED also utilizes Bloomberg Finance LP for performance data and calculations which do not incorporate fees or trading costs.

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement, Risk Tolerance or similar form that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, and option writing (including covered options, uncovered options or spreading strategies).

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with SEED:

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Financial Risk:* Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Neither SEED nor its employees has any affiliation with broker-dealer.

Futures or Commodity Registration

Neither SEED nor its employees are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

SEED does not have other material relationships.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

SEED does not utilize the services of Third Party Money Managers to manage client accounts.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics Description

The employees of SEED have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of SEED employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of SEED. The Code reflects SEED and its supervised persons’ responsibility to act in the best interest of their client.

One area in which the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

SEED’s policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of SEED may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

SEED’s Code is based on the guiding principle that the interests of the client are our top priority. SEED’s officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client’s interests over the interests of either employees or the company.

The Code applies to “access” persons. “Access” persons are employees who have access to non-public information regarding any clients’ purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

SEED and its employees do not recommend to clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

SEED and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide SEED with copies of their brokerage statements.

The Chief Compliance Officer of SEED is Jonathan H. Seed. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not

affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

SEED does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide SEED with copies of their brokerage statements.

The Chief Compliance Officer of SEED is Jonathan H. Seed. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

SEED may recommend the use of a particular broker-dealer or may utilize a broker-dealer of the client's choosing. SEED will only recommend broker-dealers who are registered in the state in which the client resides. SEED will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. SEED relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by SEED.

- *Directed Brokerage*

In circumstances where a client directs SEED to use a certain broker-dealer, SEED still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: SEED's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and conflicts of interest arising from brokerage firm referrals.

- *Best Execution*

Investment advisors who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

SEED does not participate in Soft Dollar Arrangements.

Aggregating Securities Transactions for Client Accounts

SEED is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of SEED. The method for allocating client funds will be equally weighted across accounts. Allocations can also depend on account size, perceived liquidity needs, tax ramifications, available cash, risk tolerance and minimum size restriction. As such, allocations are typically not distributed on a pro rata basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts and Advisory Persons Involved

Account reviews are performed quarterly by advisor, Jonathan Seed, Chief Compliance Officer or when market conditions dictate.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients are provided account statements no less than quarterly for managed accounts. Account statements are issued by the Advisor's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

SEED does not receive solicitor fees from third party money managers for the referral of clients.

Advisory Firm Payments for Client Referrals

SEED may, from time to time, enter into agreements with individuals and organizations, which may be affiliated or unaffiliated with SEED, to refer clients to SEED in exchange for compensation. All such agreements will be in writing and comply with the requirements of Federal or State regulation. If a client is introduced to SEED by a solicitor, SEED may pay that solicitor a fee. While the specific terms of each agreement may differ, generally, the compensation will be based upon SEED's engagement of new clients and is calculated using a varying percentage of the fees paid to SEED by such clients. Any such fee shall be paid solely from SEED's investment management fee, and shall not result in any additional charge to the client.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record or via their website, at least quarterly.

Clients are urged to compare the account statements received directly from their custodians to the performance report statements prepared by SEED.

SEED is deemed to have constructive custody solely because advisory fees are directly deducted from clients' accounts by the custodian on behalf of SEED.

Item 16: Investment Discretion

Discretionary Authority for Trading

SEED requires discretionary authority to manage securities accounts on behalf of clients. SEED has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

The client approves the custodian to be used and the commission rates paid to the custodian. SEED does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in your accounts on your behalf so that we may promptly implement the investment policy that you have approved in writing.

Item 17: Voting Client Securities

Proxy Votes

SEED does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, SEED will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because SEED does not serve as a custodian for client funds or securities and SEED does not require prepayment of fees of more than \$500 per client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

SEED has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither SEED nor its management has had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

A. Principal Executive Officers and Management Persons

The education and business background for all management and supervised persons can be found in the Part 2B of this Brochure.

B. Outside Business Activities

The outside business activities for all management and supervised persons can be found in the Part 2B of this Brochure.

C. Performance Based Fee Description

Mr. Seed does not receive any performance based fees.

D. Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

Mr. Seed does not have any disclosures to report.

E. Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

There are no material relationships with issuers of securities to disclose.

SUPERVISED PERSON BROCHURE
FORM ADV PART 2B

Jonathan H. Seed

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This brochure supplement provides information about Jonathan Seed and supplements the Seed Wealth Management, Inc.'s brochure. You should have received a copy of that brochure. Please contact Jonathan Seed if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Jonathan Seed (CRD #1892011) is available on the SEC's website at www.adviserinfo.sec.gov.

JANUARY 24, 2017

Brochure Supplement (Part 2B of Form ADV) Supervised Person Brochure

Principal Executive Officer

Jonathan Seed

- Year of birth: 1965

Educational Background and Business Experience

Educational Background:

- University of Chicago Graduate School of Business; MBA Analytical Finance; 1994
- Hamilton College; BA Economics; 1988

Business Experience:

- Seed Wealth Management, Inc.; Investment Advisor Representative; 08/2014 - Present
- Seed Wealth Management, Inc.; Owner/President; 07/2014 - Present
- RBS Securities Inc.; Managing Director/Registered Representative; 07/2009 - 06/2014
- Credit Suisse Securities, LLC; Managing Director/Registered Representative; 08/1994 - 07/2009
- Extended Travel; 06/1994 - 08/1994
- University of Chicago; Student; 09/1992 - 06/1994
- Extended Travel; 08/1992 - 09/1992
- Franklin Resources, Inc.; Assistant Portfolio Manager; 07/1988 - 07/1992

Disciplinary Information

Criminal or Civil Action: None to report.

Administrative Proceeding: None to report.

Self-Regulatory Proceeding: None to report.

Other Business Activities Engaged In

Mr. Seed has no other businesses to disclose.

Additional Compensation

Mr. Seed receives no additional commissions.

Supervision

Since Mr. Seed is the owner and an investment adviser representative of Seed Wealth Management, Inc.; he is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Requirements for State-Registered Advisors

Arbitration Claims: None to report.

Self-Regulatory Organization or Administrative Proceeding: None to report.

Bankruptcy Petition: None to report.